

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575



October 8, 1998

VIA FEDERAL EXPRESS

RECORDATION NO. 21705 FILED
OCT 9 '98 1:49 PM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated May 1, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: FMC Corporation
1735 Market Street
Philadelphia, PA 19103

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulskey".

Susan Grokulskey
Manager – Documents Administration

Enclosures

(FMC003)

RECORDATION NO. 21705 FILED
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to
RIDER NO. 1

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of May, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FMC CORPORATION ("Lessee"), a DELAWARE corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of May 1, 1998 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: J.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 11th day of September, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

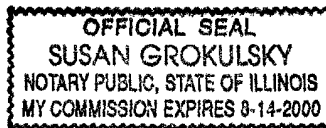
I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of September, 1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8/14/2000
(Notary Public)



LESSEE:

FMC CORPORATION

ATTEST:

By: _____
Name: _____
Title: _____

By: Luci Wong
Name: [Signature]
Title: FLT Mgr

Executed on this ____ day of _____, 199__.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State
aforesaid, certify that _____ personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this ____ day of _____,
19__.

Notary Public

My Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

DESCRIPTION OF RAILCARS TO BE PROVIDED

DESCRIPTION OF CARS: 4,750cf Covered Hopper Cars with Gravity Gates and
Trough Hatch Covers.

CAR NUMBERS: RUSX 63139, 63147, 63160, 63178, 63894, 190193, 190709,
483253, 483256, 483266, 483272, 483295, 483299, 483306,
483307, 483314, 483320, 483338, 483344, 483346, 483370,
483374, 483376, 483383, 483395, 483403, 483405, 483408,
483411, 483417, 483427, 483430, 483445, 483446, 485028,
485029, 485032, 485746, 485754, 485758, 485763, 485769,
486593, 486603, 486612, 486616, 486617, 486620, 486630,
486636, 486641, 486654.